

By-Laws
of the
Rotary Club of Danville, Indiana

(revised July 19, 2012)

Article I Board of Directors

The governing body of this club shall be the board of directors consisting of up to ten (10) members of this club. Six (6) directors will serve as selected in accordance with Article II, Section 1 of these By-laws. All individuals must be members in good standing with the Rotary Club of Danville, Indiana. Those individuals serving in the capacity of Recording Secretary, Administrative Secretary and Treasurer and Past President will also serve as voting members of the Board of Directors.

Article II Election of Directors

Section 1 – Elections

One (1) director shall be elected each year from and by the membership of the Rotary Club.

At a regular meeting at least one month prior to the election, the presiding officer shall solicit nominations from the membership for the position of Board of Directors members. The Nominating Committee will also solicit potential board members.

At the Annual Meeting of the Rotary Club of Danville, an election will be held to select members of the Board of Directors. Nominations will be presented by the nominating committee and by members from the floor. The nominations duly made shall be placed on a ballot and shall be voted on at the annual meeting. The candidates receiving a majority of the votes shall be declared elected as Board of Directors members.

Section 2 – Term of Office

The individuals will serve on the Board for six (6) years and commence on the first day of July immediately following the Annual Meeting of the Rotary Club of Danville. Individuals will be limited to serving one (1) term. Each Director shall serve as Vice President in their fourth year on the Board, President Elect in their fifth year and President in their sixth year. Each Director shall serve a seventh year in an advisory position as Past President.

Section 3 – Filling Vacancies of Directors

In the event a position within the board is vacated, a new board member will be elected by the membership at a time deemed appropriate by the Board of Directors. The election process will be the same as outlined in Article II, Section 1 at a specially called meeting of the membership or at the regular club meeting. The Board of Directors shall determine by vote whether the newly elected Director shall fill the vacancy of the departing Director for the purposes of the advancement to the Presidency as described in Section 2 – Term of Office or whether the new Director will begin a new (6) year term. If a new Director fills the vacant *position towards* advancement to the Presidency, then the Director's term will not be six (6) years.

Article III Elections of Officers

Section 1 – Elections

The Board of Directors will elect at the first board meeting following the election of the board members individuals to serve in the capacity of President, Vice President, Recording Secretary, Administrative Secretary and Treasurer. The president elected in such balloting shall serve as a member of the board as president-elect for the year commencing on the first day of July next following the election, and shall assume office as president on the first day of July immediately following the year of service on the board as president-elect.

These individuals must be members in good standing with the Rotary Club of Danville, Indiana. The term of office for each position is one year except for the position of President as stated above. There is no limit to the number of terms an individual can serve in these positions.

Section 2 – Sergeant of Arms

The Board of Directors may or may not elect a member of the club to act as sergeant-at-arms at the first board meeting following the election of the board member. This individual must be a member in good standing with the Rotary Club of Danville, Indiana. The term of office for the position is one year. There is no limit to the number of terms an individual can serve in this position. Sergeant of Arms will not serve as a member of the Board of Directors.

Article IV Duties of Officers

Section 1 - President. It shall be the duty of the President to preside at meetings of the club and board and to perform such other duties as ordinarily pertain to the office of president. The president will serve as a voting member of the board of directors, but should abstain from voting. In the case of a tie vote, the President will cast a vote to break the tie.

Section 2 - President-elect. It shall be the duty of the President-elect to preside at meetings of the club and board in the absence of the President, serve as a voting member of the board of directors of the club and to perform such other duties as may be prescribed by the President or the board.

Section 3 - Vice-President. It shall be the duty of the Vice-President to preside at meetings of the club and board in the absence of the President and the President-elect, serve as a voting member of the board of directors of the club and to perform such other duties as ordinarily pertain to the office of Vice-President.

Section 4 - Administrative Secretary. It shall be the duty of the Administrative Secretary to keep the records of membership, record the attendance at meetings and send out notices of meetings of the club, board and committees. The Administrative Secretary will make the required reports to RI, including the semiannual reports of membership. These reports will be made to the general secretary of RI on 1 January and 1 July of each year. Pro-rated reports will be sent to the general secretary on 1 October and 1 April of each active member who has been elected to membership or changes in the club since the start of the July or January semiannual reporting period. The monthly report of attendance at the club meetings will be shared with the district governor within 15 days of the last meeting of the month. Collect and remit to RI subscriptions to *THE ROTARIAN*, and perform such other duties as usually pertain to the office of Administrative Secretary. The Administrative Secretary will serve as a voting member of the board of directors.

Section 5 - Recording Secretary. It shall be the duty of the Recording Secretary to record and preserve the minutes of meetings of the club, board and committees. The Recording Secretary will provide minutes to the membership of all meetings of the club, board and committees. The Recording Secretary will serve as a voting member of the board of directors.

Section 5 - Treasurer. It shall be the duty of the Treasurer to have custody of all funds, accounting for same to the club annually and at any other time upon demand by the board, and to perform such other duties as pertain to the office of Treasurer. Upon retirement from office, the Treasurer shall turn over to the incoming Treasurer or to the President all funds, books of accounts, or any other club property. The Treasurer will serve as a voting member of the board of directors.

Section 6 - Past President. It shall be the duty of the Past President to insure the transfer of information and organizational duties be passed on to the new leadership of the club. The Past President will serve as a mentor to the President and President Elect as they assume their respective duties. The Past President will serve as a voting member of the board of directors.

Section 7 - Sergeant-at-Arms. The duties of the Sergeant-at-arms shall be as are usually prescribed for such office and other duties as may be prescribed by the President or the board.

Article V Meetings

Section 1 - Annual Meeting. An annual meeting of this club shall be held during the fourth quarter of each calendar year, at which time the election of the directors to serve for the ensuing year shall take place.

Section 2 - The regular weekly meetings of this club shall be held on Thursday at a time agreed upon by the Board of Directors at the first meeting of the year. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club. All members excepting an honorary member (or member excused by the board of directors of this club, pursuant to article VIII, section 2(b) of the standard Rotary Club Constitution) in good standing in this club, on the day of the regular meeting, must be counted as present or absent, and attendance must be evidenced by the member's being present for at least sixty (60) percent of the time devoted to the regular meeting, either at this club or at any other Rotary club, or as otherwise provided in the standard Rotary Club Constitution, Article VIII, Section 1.

Section 3 - One-third of the membership shall constitute a quorum at the annual and regular meetings of this club.

Section 4 - Regular meetings of the board shall be held on first Thursday of each month unless otherwise designated by the President or the board. Special meetings of the board shall be called by the President, whenever deemed necessary, or upon the request of two (2) members of the board, due notice having been given.

Section 5 - A majority of the board members shall constitute a quorum of the board.

Article VI Fees and Dues

Section 1 - The admission fee shall be established by the board to be paid before the applicant can qualify as a member.

Section 2 - The membership dues shall be established by the board per annum, payable semiannually on the first day of July and of January, with the understanding that one half of the

subscription rate of *The ROTARIAN Magazine* will be included in each semiannual payment for each member.

Article VII Method of Voting

The business of this club shall be transacted by either *viva voce* vote or by electronic mail, except the election of director (s), which shall be by ballot.

Article VIII Committees

Section 1 - Structure

- (a) The president shall, subject to the approval of the board, appoint the following standing committees:
 - Club Service committee
 - Vocational Service committee
 - Community Service committee
 - International Service committee
 - Nominating committee
- (b) The president shall, subject to the approval of the board, also appoint such committees on particular phases of club service, vocational service, community service, and international service as deemed necessary.
- (c) The club service committee, vocational service committee, community service committee, and international service committee shall each consist of a chair, who shall be named by the president from the membership of the board, and not less than two (2) other members.
- (d) The president shall be *ex officio* a member of all committees and, as such, shall have all the privileges of membership thereon.
- (e) Each committee shall transact such business as is delegated to it in the bylaws and such additional business as may be referred to it by the president or the board. Except where special authority is given by the board, such committees shall not take action until a report has been made to the board and approved by the board.
- (f) Each committee should maintain the minutes of all meetings and provide the Recording Secretary copies of all minutes, reports and findings annually.
- (g) The president may appoint one or more committees dealing with various aspects of youth activities, which, depending on their respective responsibilities, may be under any, or all, of the vocational service, community service, or international service committees. Where feasible and practicable in the appointment of such committees, there should be provision for continuity of membership, either by appointing one or more members for a second term or by appointing one or more members to a two-year term.

Section 2 - Club Service Committee.

- (a) The chair of the club service committee shall be responsible for all club service activities and shall supervise and coordinate the work of all committees appointed on particular phases of club service.
- (b) The club service committee shall consist of the chair of the club service committee and the chairs of all committees appointed on particular phases of club service.

- (c) The president shall, subject to the approval of the board, appoint the following committees on particular phases of club service:
- Attendance committee
 - Club bulletin committee
 - Fellowship committee
 - Magazine committee
 - Membership committee
 - Membership development committee
 - Program committee
 - Public relations committee
- Appoint one member each year to the following committees:
- Classifications committee
 - Rotary information committee
- (d) The president shall appoint the president-elect or vice-president to oversee and coordinate the work of the classifications, membership, membership development, and Rotary information committees.
- (e) Where feasible and practicable in the appointment of club committees, there should be provision for continuity of membership, either by appointing one or more members for a second term or by appointing one or more members to a two-year term.
- (f) The classifications and Rotary information committees shall each consist of three (3) members, one member of each committee to be appointed each year for a term of three (3) years. The first appointments made under this provision shall be as follows: one member for a term of one year; one member for a term of two (2) years; one member for a term of three (3) years.
- (g) The magazine committee shall, wherever feasible, include the editor of the club publication and a local newspaper or advertising member of the club.

Section 3 - *Community Service Committee.*

- (a) The chair of the community service committee shall be responsible for all community service activities and shall supervise and coordinate the work of all committees appointed on particular phases of community service.
- (b) The community service committee shall consist of the chair of the community service committee and the chairs of all committees appointed on particular phases of community service.
- (c) The president shall, subject to the approval of the board, appoint the following committees on particular phases of community service:
- Human development committee
 - Community development committee
 - Environmental protection committee
 - Partners in service committee

Section 4 – *Nominating Committee.*

The president shall, subject to the approval of the board, appoint the Nominating Committee for the purpose of developing a slate of candidates to be presented to the membership for consideration as members of the Board of Directors. Chair of the Nominating Committee will be the current Past President of the organization. A report of the Nominating Committee will be

presented to the Board of Directors at a regular board meeting prior to the general meeting of the membership in which the election will be held.

Article IX Duties of Committees

Section 1 - Club Service Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in matters relating to club service. The chair of the club service committee shall be responsible for regular meetings of the committee and shall report to the board on all club service activities.

- (a) *Attendance Committee.* This committee shall devise means for encouraging attendance at all Rotary meetings — including attendance at district conferences, intercity meetings, regional conferences, and international conventions by all club members. This committee shall especially encourage attendance at regular meetings of this club and attendance at regular meetings of other clubs when unable to attend meetings of this club; keep all members informed on attendance requirements; promote better incentives for good attendance; and seek to ascertain and remove the conditions that contribute to unsatisfactory attendance.
- (b) *Classifications Committee.* This committee shall as early as possible, but no later than 31 August of each year, make a classification survey of the community; shall compile from the survey a roster of filled and unfilled classifications, applying the classification principle; shall review, where necessary, existing classifications represented in the club; and shall counsel with the board on all classification problems.
- (c) *Club Bulletin Committee.* This committee shall endeavor, through the publishing of a weekly club bulletin, to stimulate interest and improve attendance, announce the program of the forthcoming meeting, relate highlights of the previous meeting, promote fellowship, contribute to the Rotary education of all members, and report news of the club, of its members, and of the worldwide Rotary program.
- (d) *Fellowship Activities Committee.* This committee shall promote acquaintance and friendship among the members, promote participation by members in organized Rotary recreational and social activities, and do such work in pursuance of the general object of the club as may be assigned by the president or the board.
- (e) *Magazine Committee.* This committee shall stimulate reader interest in *THE ROTARIAN*; sponsor a magazine month; arrange for brief monthly reviews of the magazine on regular club programs; encourage the use of the magazine in the induction of new members; provide a copy of the magazine for non-Rotarian speakers; secure international service and other special subscriptions for libraries, hospitals, schools, and other reading rooms; send news items and photographs to the editor of the magazine; and in other ways make the magazine of service to the club members and non-Rotarians.
- (f) *Membership Committee.* This committee shall consider all proposals for membership from the personal side and shall thoroughly investigate the character, business, social and community standing, and general eligibility of all persons proposed for membership and shall report their decisions on all applications to the board.
- (g) *Membership Development Committee.* This committee shall review continually the club roster of filled and unfilled classifications and shall take positive action to initiate and present to the board the names of suitable persons to fill unfilled classifications.

- (h) *Program Committee*. This committee shall prepare and arrange the programs for the regular and special meetings of the club.
- (i) *Public Relations Committee*. This committee shall devise and carry into effect plans (1) to give the public general information about Rotary, its history, object, and scope; and (2) to secure proper publicity for the club.
- (j) *Rotary Information Committee*. This committee shall inform prospective members about the privileges and responsibilities of Rotary club membership; keep members informed about the history, object, and activities of Rotary at all levels; and oversee the orientation of new members during their first year in the club.

Section 2 - Vocational Service Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in their vocational relationships and in improving the general standards of practice in their respective vocations. The chair of this committee shall be responsible for the vocational service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of vocational service.

Section 3 - Community Service Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in their community relationships. The chair of this committee shall be responsible for the community service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of community service.

- (a) *Human Development Committee*. This committee shall devise and carry into effect plans which will guide and assist the members of this club in dealing within the community with the welfare of human beings of all kinds throughout the whole span of life by providing assistance and support to those in need.
- (b) *Community Development Committee*. This committee shall devise and carry into effect plans which will guide and assist the members of this club in working to make the community a better place to live by improving the physical condition of the community and its facilities.
- (c) *Environmental Protection Committee*. This committee shall devise and carry into effect plans which will guide and assist the members of this club in monitoring and improving the quality of the community's environment.
- (d) *Partners in Service Committee*. This committee shall devise and carry into effect plans which will guide and assist the members of this club in building relationships with other Rotary-sponsored organizations within the community and in cooperating with them in service.

Section 4 - International Service Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in matters relating to international service. The chair of this committee shall be responsible for the international service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of international service.

Article X Leave of Absence

Upon written application to the board, setting forth good and sufficient cause, leave of absence may be granted excusing a member from attending the meetings of the club for a specified length of time.

(Note: Such leave of absence does operate to prevent a forfeiture of membership; it does not operate to give the club credit for the member's attendance. Unless the member attends a regular meeting of some other club, the excused member must be recorded as absent except that absence authorized under the provisions of Article VIII, Section 2(b) of the Rotary Club of Danville, Indiana Constitution is not computed in the attendance record of the club.)

Article XI Finances

Section 1 - The treasurer shall deposit all funds of the club in a bank to be named by the board.

Section 2 - All bills shall be paid only by checks signed by the treasurer or other approved officer upon approval of the board of directors. A thorough review by a certified public accountant or other qualified person shall be made once each year of all the club's financial transactions.

Section 3 - Officers having charge or control of funds shall give bond as may be required by the board for the safe custody of the funds of the club, cost of bond to be borne by the club.

Section 4 - The fiscal year of this club shall extend from 1 July to 30 June, and for the collection of members' dues shall be divided into four (4) quarterly periods. The payment of per capita dues and magazine subscriptions to RI shall be made on 1 July and 1 January of each year on the basis of the membership of the club on those dates.

(Note: Magazine subscriptions for members joining during a semiannual period are payable upon invoice from the Secretariat.)

Section 5 - At the beginning of each fiscal year the board shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year, which, having been agreed to by the board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the board.

Article XII Types of Membership

Section 1 - Active Membership for members as prescribed by the Rotary Club of Danville, Indiana Constitution.

Section 2 - Honorary Membership for special recognition as prescribed by the Rotary Club of Danville, Indiana Constitution.

Section 3 - Distinguished Membership is reserved for senior members of the Rotary Club of Danville, Indiana who meet all the following criteria:

- a. Past Officer of a Rotary Club
- b. At least 30 years as an active member of Rotary
- c. At least 70 years of age.
- d. Paul Harris Fellow.

Individuals must petition the board of directors for this special membership privilege.

Article XIII Method of Electing Members

Section 1 - The name of a prospective member, proposed by an active member of the club, shall be submitted to the board in writing, through the club Administrative Secretary. A transferring or former member of another club may be proposed to active membership by the former club. The proposal for the time being shall be kept confidential except as otherwise provided in this procedure.

Section 2 - The board shall ensure that the proposal meets all the classification and membership requirements of the club constitution.

Section 3 - The board shall approve or disapprove the proposal within 30 days of its submission, and shall notify the proposer, through the club Administrative Secretary, of its decision.

Section 4 - If the decision of the board is favorable, the prospective member shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership, following which the prospective member shall be requested to sign the membership proposal form and to permit his or her name and proposed classification to be published to the club.

Section 5 - If no written objection to the proposal, stating reasons, is received by the board from any member (other than honorary) of the club within seven (7) days following publication of information about the prospective member, that person, upon payment of the admission fee (if not honorary membership), as prescribed in these bylaws, shall be considered to be elected to membership.

If any such objection has been filed with the board, it shall vote on this matter at its next meeting. If approved despite the objection, the proposed member, upon payment of the admission fee (if not honorary membership), shall be considered to be elected to membership.

Section 6 - Following the election, the president shall arrange for the induction of the new member; the club Administrative Secretary shall issue a membership card and shall report the new member to RI; and the Rotary information committee shall provide appropriate literature for presentation at the induction and assign a member to assist in the assimilation of the new member.

Article XIV Resolutions

No resolution or motion to commit this club on any matter shall be considered by the club until it has been considered by the board. Such resolutions or motions, if offered at a club meeting, shall be referred to the board.

Article XV Order of Business

Meeting called to order.
Introduction of visiting Rotarians.
Correspondence and announcements.
Committee reports if any.
Any unfinished business.
Any new business.
Address or other program features.
Adjournment.

Article XVI Dissolution

In the event of dissolution of the Danville Indiana Rotary Club, the Board of Directors shall, after paying and making provisions for the payment of all liabilities, distribute all remaining assets to a nonprofit organization dedicated to civic and/or charitable purposes and has been recognized as a 501(c)(3) organization by the Internal Revenue Service.

Article XVII Amendments

These bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been provided in writing to each member at least seven (7) days before such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the club constitution and with the constitution and bylaws of RI.

(By-Laws approved by the membership as amended July 19, 2012)